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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS, *et. al.*¹,

Debtors.

Chapter 11

Case No. 18-23538 (RDD)

Jointly Administered

Hearing Date: August 16, 2019, 10:00 a.m. ET
Objection Deadline: August 2, 2019, 4:00 p.m. ET

**OBJECTION OF EVERLAST WORLD'S BOXING HEADQUARTERS CORP. TO
CONFIRMATION OF DEBTORS' SECOND AMENDED JOINT CHAPTER 11 PLAN
OF SEARS HOLDINGS CORPORATION AND ITS AFFILIATED DEBTORS**

Everlast Worldwide's Boxing Headquarters Corp. ("Everlast" or "Licensor") files this
Objection ("Objection") to Confirmation of Debtors' Second Amended Joint Chapter 11 Plan of

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Sears Holdings Corporation and Its Affiliated Debtors (the “Plan”), and respectfully represents in support of the Objection:

1. Everlast is the former trademark licensor to debtors Sears, Roebuck & Co. (“Sears”) and Kmart Corporation (collectively with Sears, “Licensees”) as licensees under an August 18, 2010 Trademark License Agreement (as amended from time to time, the “License Agreement”) for the “Everlast” and related trademarks (collectively, the “Everlast Marks”). Post-petition, Licensees operated under, and obtained the benefits of, the License Agreement from October 15, 2018 (the date Licensees filed bankruptcy) through April 10, 2019 (the date Licensees rejected the License Agreement). Licensor expects to file next week a request for allowance and payment of administrative claim based upon Licensees’ post-petition, pre-rejection use of the Everlast Marks. Based thereon, Licensor is an administrative claimant.

2. Licensor joins in paragraphs 7, 8, 10, and 11 of the objection to the Plan filed on August 2, 2019 [Dkt. No. 4700] by administrative claimant Alpine Creations Ltd. For the reasons set forth in those paragraphs, Licensor respectfully requests the Court not confirm the Plan in its present form, but condition confirmation of the Plan on payment of any Allowed Administrative Expense Claim on the later to occur of the Effective Date of the Plan or within three (3) business days after such Allowed Administrative Expense Claim becomes an Allowed Administrative Expense Claim.

3. Licensor reserves the right to supplement or amend this Objection and make additional arguments at the hearing on this Motion. Licensor joins in other objections filed by holders of administrative expense claims, to the extent that such other objections are not

inconsistent with the arguments set forth herein.

Dated: August 2, 2019
Los Angeles, California

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